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**FAX TRANSMISSION COVER SHEET****August 9, 2005****To:**

**Karen A. Orlansky**  
**Director, Office of Legislative**  
**Oversight**

**Telephone:****240-777-7996****Fax Number:****240-777-7879**

**From:** Lawrence I. Tannenbaum  
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**Client-Matter Number:**

**Re:** Clarksburg Town Center

**Pages:** - 3 - (including this form)

**Originals:**

**If there is a problem with this transmission, please call Mary Wedge at 619.699.3576**  
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**Message:**

Please let me know if you have any questions regarding the attached. Thank you.

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August 9, 2005

OUR FILE NO. 331215-8

Karen A. Orlansky  
Director, Office of Legislative Oversight  
Montgomery County Council  
100 Maryland Avenue  
Rockville, MD 20850

**Re: Clarksburg Town Center (the "Project")**

Dear Ms. Orlansky:

DLA Piper Rudnick Gray Cary LLP was counsel to Newland Communities and affiliates in connection with the acquisition of the Terrabrook portfolio and represents Newland Communities in connection with the above-referenced Project which was a part of that portfolio. The purpose of this letter is to provide you with a description of the allocation of the duties and responsibilities with respect to the Project.

The Project is owned by NNP II-Clarksburg, LLC, a Delaware limited liability company, formerly named Terrabrook Clarksburg, L.L.C. (the "Clarksburg LLC"). One hundred percent (100%) of the membership interests in Clarksburg LLC are owned by NNP II-Investments III, L.P., a Delaware limited partnership, formerly named Westbrook United Land Investments, L.P. (the "Partnership").

On June 25, 2003, an affiliate of Newland National Partners II, LLC, a Delaware limited liability company ("NNP"), entered into an agreement for the acquisition of all of the partnership interests in the Partnership. On October 20, 2003, the purchase was closed, and NNP-Acquisition, LLC, a Delaware limited liability company and a wholly-owned subsidiary of NNP, acquired a 0.01% general partner interest in the Partnership and NNP acquired a 99.99% limited partner interest in the Partnership.

Accordingly, both before and after October 20, 2003, Clarksburg LLC is the sole responsible owner of the Project.

As of October 20, 2003, following the closing of the purchase described above, Newland Communities, LLC, an affiliate of NNP, became the manager of the Project.



Karen Orlansky, Director  
Office of Legislative Oversight  
August 9, 2005  
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Please let us know if you require any further information.

Very truly yours,

**DLA Piper Rudnick Gray Cary US LLP**

A handwritten signature in black ink, appearing to read "Larry Tannenbaum", written over the printed name.

Lawrence I. Tannenbaum  
Attorney  
[larry.tannenbaum@dlapiper.com](mailto:larry.tannenbaum@dlapiper.com)

Admitted to practice in California

LIT:mlw  
cc: Martha K. Guy, Esq.

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